

For the Commission by the Division of Market Regulation, pursuant to delegated authority.⁵

Margaret H. McFarland,
Deputy Secretary.

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BILLING CODE 8010-01-M

[File No. 1-13452]

Issuer Delisting; Notice of Application to Withdraw From Listing and Registration; (Paxson Communications Corporation, Class A Common Stock, \$.01 Par Value)

July 10, 1995.

Paxson Communications Corporation ("Company") has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act") and Rule 12d2-2(d) promulgated thereunder, to withdraw the above specified security ("Security") from listing and registration on the Boston Stock Exchange, Inc. ("BSE").

The reasons alleged in the application for withdrawing the Security from listing and registration include the following:

According to the Company, it is voluntarily delisting the Security from the BSE. The reason for delisting is that the Security will begin trading on the American Stock Exchange, Inc. on July 10, 1995, at the beginning of trading, and maintenance of listings on both exchanges will be both too costly and too burdensome for the Company.

Any interested person may, on or before July 28, 1995, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549, facts bearing upon whether the application has been made in accordance with the rules of the BSE and what terms, if any, should be imposed by the Commission for the protection of investors. The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.

Jonathan G. Katz,
Secretary.

[FR Doc. 95-17263 Filed 7-13-95; 8:45 am]

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[Release No. 35-26327]

Filings Under the Public Utility Holding Company Act of 1935, as Amended ("Act")

July 7, 1995.

Notice is hereby given that the following filing(s) has/have been made with the Commission pursuant to provisions of the Act and rules promulgated thereunder. All interested persons are referred to the application(s) and/or declaration(s) for complete statements of the proposed transaction(s) summarized below. The application(s) and/or declaration(s) and any amendments thereto is/are available for public inspection through the Commission's Office of Public Reference.

Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by July 31, 1995, to the Secretary, Securities and Exchange Commission, Washington, DC 20549, and serve a copy on the relevant applicant(s) and/or declarant(s) at the address(es) specified below. Proof of service (by affidavit or, in case of an attorney at law, by certificate) should be filed with the request. Any request for hearing shall identify specifically the issues of fact or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After said date, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

The Southern Company (70-8309)

The Southern Company ("Southern"), 64 Perimeter Center East, Atlanta, Georgia 30346, a registered holding company, has filed a post-effective amendment to its application-declaration under sections 6(a), 6(b), 7, 32 and 33 of the Act and rule 53 thereunder.

By order dated March 15, 1994 (HAR No. 26004), Southern was authorized to issue and sell from time to time prior to April 1, 1996, short-term and term loan notes to lenders and/or commercial paper to dealers in an aggregate principal amount at any time outstanding of \$500 million. Southern was also authorized to use the proceeds of such borrowings or commercial paper sales to make investments in subsidiaries, to the extent authorized to do so in separate filings, and in subsidiaries that are exempt wholesale generators ("EWGs") and foreign utility companies ("FUCOs"); provided that, at

any point in time, the outstanding amount of borrowings and/or proceeds of commercial paper sales used for such purpose, the proceeds of sales of additional common stock used to make such investments, and the aggregate principal amount of the securities of such entities in respect of which Southern has issued any guaranty may not, in the aggregate, exceed \$500 million.

Southern now seeks approval to issue and sell short-term and term loan notes to lenders and/or commercial paper to dealers from time to time prior to April 1, 2000, in an aggregate principal amount at any time outstanding not to exceed \$1 billion; and to use the net proceeds thereof to make investments in subsidiaries (to the extent authorized in separate filings) and in EWGs and FUCOs; provided that, at any time, the net proceeds of such borrowings and/or commercial paper sales used to make investments in EWGs and FUCOs, plus the amount of such investments using the proceeds of additional common stock sales and the principal amount of outstanding securities of such entities that are guaranteed by Southern (as authorized in separate proceedings) shall not, in the aggregate, exceed the greater of (i) \$1.072 billion, and (ii) the difference, at any point in time, between 50% of Southern's "consolidated retained earnings" and Southern's "aggregate investment," each as determined in accordance with rule 53(a). At March 31, 1995, 50% of Southern's consolidated retained earnings was about \$1.572 billion and Southern had invested, directly or indirectly, an aggregate of \$500.1 million in EWGs and FUCOs.

Southern also proposes that term loan notes issued to lenders may have maturities of up to seven years. Southern has not proposed any other changes or modifications to the terms of borrowings or commercial paper sales.

The Southern Company (70-8277)

The Southern Company ("Southern"), 64 Perimeter Center East, Atlanta, Georgia 30346, a registered holding company, has filed a post-effective amendment to its application-declaration under sections 6(a), 7, 12(b), 32 and 33 of the Act and rules 45 and 53 thereunder.

By order dated January 25, 1994 (HAR No. 25980) ("Order"), the Commission authorized Southern, among other things, to issue and sell in one or more transactions from time to time through December 31, 1996, up to ten million shares of its authorized shares of common stock, \$5 par value, as such number of shares may be

⁵ 17CFR 200.30-3(a)(12) (1994).

adjusted for any subsequent share split ("Common Stock"). Since issuance of the Order, Southern effected an authorized 2-for-1 stock split. As adjusted for the share split, 9.4 million shares of the additional Common Stock remain unsold.

The Order further authorized Southern to guarantee, from time to time through December 31, 1996, the securities of any associate exempt wholesale generators ("EWGs") or foreign utility companies ("FUCOs") in an aggregate principal amount at any time outstanding not to exceed \$500 million, provided that any guarantees outstanding on that date would terminate or expire in accordance with their terms. In addition, the net proceeds of sales of the additional Common Stock used to make investments in any EWGs or FUCOs and the aggregate principal amount of the securities of such entities in respect of which Southern has issued any guarantee would not, in the aggregate, exceed \$500 million.

Southern now proposes to issue and sell in one or more transactions from time to time through December 31, 1999, up to 25 million additional shares of its Common Stock, inclusive of the remaining 9.4 million shares that Southern is authorized to issue and sell under the Order. Some or all of the Common Stock may be issued and sold through a primary shelf registration program in accordance with rule 415 under the Securities Act of 1933, as amended, or otherwise to, or through, one or more underwriters of dealers for resale in one or more public offerings, or to investors directly or through agents.

In addition, Southern proposes to increase its authority to guarantee, from time to time through December 31, 1999, the securities of one or more EWGs or FUCOs from \$500 million up to an aggregate principal amount at any time outstanding not to exceed \$1.2 billion; provided that the sum of (1) the principal amount of securities of EWGs and FUCOs in respect of which guarantees are at any time outstanding, (2) the net proceeds from sale of the 25 million shares of Common Stock invested directly or indirectly by Southern in EWGs and FUCOs, as herein proposed, (3) the net proceeds of additional shares of Common Stock invested directly or indirectly in EWGs and FUCOs, as authorized in File No. 70-8435, and (4) the proceeds of short-term and term loan borrowings and/or commercial paper sales by Southern at any time invested in EWGs and FUCOs, as authorized in File No. 70-8309, shall not, in the aggregate, exceed the greater

of (i) \$1.072 billion, and (ii) the difference, at any point in time, between 50% of Southern's "consolidated retained earnings," and its "aggregate investment," each as determined in accordance with Rule 53(a). At March 31, 1995, 50% of Southern's consolidated retained earnings was about \$1.572 billion and Southern had invested, directly or indirectly, an aggregate of \$500.1 million in EWGs and FUCOs.

Southern also proposes to use the net proceeds of the additional Common Stock, together with other available funds, to make additional investments in other subsidiary companies, to the extent authorized in separate proceedings.

**Allegheny Power System, Inc., et al.
(70-8411)**

Allegheny Power System, Inc. ("APS"), 12 East 49th Street, New York, New York 10017, a registered holding company, and AYP Capital, Inc. ("AYP Capital"), 12 East 49th Street, New York, New York 10017, a nonutility subsidiary company of APS, have filed a post-effective amendment to their application-declaration under sections 6(a), 7, 9(a), 10, 12(b), 13(b), 32 and 33 of the Act and Rules 45, 50, 53, 87, 90 and 91 thereunder.

By order dated July 14, 1994 (HCAR No. 26085), APS was authorized to organize and finance AYP Capital to invest in (i) companies engaged in new technologies related to the core utility business of APS and (ii) companies for the acquisition and ownership of exempt wholesale generators ("EWGs").

By order dated February 3, 1995 (HCAR No. 26229), AYP was authorized to engage in the development, acquisition, construction, ownership and operation of EWGs and in development activities with respect to: (i) Qualifying cogeneration facilities and small power production facilities ("SPPs"); (ii) nonqualifying cogeneration facilities, nonqualifying SPPs and independent power production facilities ("IPPs") located within the service territories of APS public utility subsidiary companies; (iii) EWGs; (iv) companies involved in new technologies related to the core business of APS; and (v) foreign utility companies ("FUCOs"). AYP Capital was also authorized to consult for nonaffiliate companies. APS was authorized to increase its investment in AYP Capital from \$500,000 to \$3 million.

The post-effective amendment seeks Commission authorization to:

(i) Allow AYP Capital to engage in activities related to the development,

acquisition, ownership, construction and operation of FUCOs;

(ii) Allow AYP Capital to engage in activities related to the development, acquisition, ownership, construction and operation of qualifying cogeneration facilities and SPPs;

(iii) Allow APS and AYP Capital to acquire the securities of companies ("Project NEWCOs") that own FUCOs and EWGs;

(iv) Allow AYP Capital or one or more special purpose subsidiaries ("EMS NEWCOs") to provide energy management services and demand side management services to nonassociates and to associate companies;

(v) Allow AYP Capital or one or more special purpose subsidiaries ("Factor NEWCOs") to factor the accounts receivable of associate and nonassociate utility companies and similar companies or effect securitizations of accounts receivable of such companies;

(vi) Allow AYP Capital to enter into one or more investment limited partnership agreements;¹

(vii) Allow AYP Capital or one or more special purpose subsidiaries ("Broker NEWCOs") to engage in brokering of energy-related commodities and financial instruments to nonassociates and to associate companies;

(viii) Allow AYP Capital or one or more Brokering NEWCOs to engage in power brokering, power marketing and related activities;

(ix) Allow AYP Capital or one or more special purpose subsidiaries ("Real Estate NEWCOs") to engage in activities relative to the real estate portfolio of APS and its associate companies;

(x) Allow AYP Capital or one or more special purpose subsidiaries ("Technology NEWCOs") to engage in the marketing, sale and installation of power quality devices to customers of associate and nonassociate utility companies;

(xi) Allow AYP Capital or one or more special purpose subsidiaries ("Telecommunications NEWCOs") to provide telecommunications services to nonassociates and to associate companies;

(xii) Allow AYP Capital or one or more special purpose subsidiaries

¹ The investment objective of any partnership will be to invest principally in securities of businesses engaged in activities in those product and market areas that AYP has determined meet its business objectives in the area of new and emerging energy technologies related to APS' core business. One such partnership may be with Advent International Corporation ("Advent"). The post-effective amendment states that "(b)ecause of the need for quick response in the area of venture capital, AYP * * * does not intend to seek prior Commission approval before investing in a company identified by Advent."

("Environmental NEWCOs") to provide environmental services to nonassociates;

(xiii) Allow AYP Capital or one or more special purpose subsidiaries ("Laboratory NEWCOs") to sell chemical laboratory services to nonassociates and to associate companies; and

(xiv) Allow APS to increase its investment in AYP Capital or for AYP Capital to incur debt that might be guaranteed by APS, in each case to enable AYP Capital to engage in these activities and to enable AYP Capital to organize Project NEWCOs, EMS NEWCOs, Factor NEWCOs, Brokering NEWCOs, Real Estate NEWCOs, Technology NEWCOs, Telecommunications NEWCOs, Environmental NEWCOs and Laboratory NEWCOs and to make investments in all such NEWCOs to enable them to engage in such activities; to allow Project NEWCOs to finance their activities through securities issued to third parties; and to allow APS and AYP Capital to issue guarantees for AYP Capital and NEWCOs.

APS proposes to invest in AYP Capital up to an aggregate of \$100 million through December 31, 1999 through a combination of: (i) Purchases of common stock, (ii) cash capital contributions and (iii) loans. In addition, AYP Capital proposes to obtain loans from banks or issue other recourse obligations which could be guaranteed by APS. Such borrowings by AYP Capital from third parties that are guaranteed by APS would be subject to the \$100 million investment authority.

Loans from APS would mature by December 31, 2004 and would bear a fixed interest rate equal to a rate not above the prime rate in effect on the date of the loan at a bank designated by APS. Notes issued to APS, at the option of APS, could be converted to capital contributions to AYP Capital. Loans from third parties would mature by December 31, 2004 and would bear a fixed interest rate not above 3% over the prime rate at a U.S. money center bank to be designated by APS. Notes sold to such parties could be guaranteed by APS.

AYP Capital, through December 31, 1999, would organize and invest in NEWCOs through (i) purchases of capital stock or, in the case of Project NEWCOs, partnership interests or trust certificates, (ii) capital contributions, and (iii) loans and conversion of such loans to capital contributions. APS and AYP Capital propose that amounts permitted to be invested by APS and AYP Capital shall be permitted to be reinvested by AYP Capital in NEWCOs.

NEWCOs also would obtain loans from banks that might be guaranteed by APS or AYP Capital. Loans from third parties would be subject to the \$100 million investment authority. Loans to NEWCOs would be subject to the parameters applicable to loans to AYP Capital except that guarantees of loans also might be made by AYP Capital.

APS and AYP Capital, through December 31, 1999, would guarantee or act as surety on bonds, indebtedness and performance and other obligations issued or undertaken by AYP Capital or NEWCOs. Such guarantees, indemnifications and sureties will be subject to the \$100 million investment authority.

APS and AYP Capital also seek Commission authorization for Project NEWCOs to issue equity and debt securities through December 31, 1999 to third parties, with no recourse to AYP Capital, to finance EWGs and FUCOs ("Exempt Subsidiaries"). Such nonrecourse debt securities would not exceed \$200 million. Equity securities could include shares of capital stock, partnership interests or trust certificates. Nonrecourse debt securities could include secured and unsecured promissory notes, subordinated notes, bonds or other evidences of indebtedness. Securities could be denominated in either U.S. dollars or foreign currencies.

Evidence of indebtedness would mature within thirty years and would bear interest at a rate not to exceed: (i) 6.5% over the yield to maturity on an actively traded, non-callable, U.S. Treasury note with maturity equal to the average life of such indebtedness ("Applicable Treasury Rate"), for fixed-rate indebtedness, and 6.5% over the then applicable prime rate at a U.S. money center bank to be designated by APS ("Applicable Prime Rate"), for floating-rate indebtedness, if such indebtedness is U.S. dollar denominated; and (ii) at a fixed or floating rate which, when adjusted for inflation, would be equivalent to a rate on a U.S. dollar denominated borrowing of identical average life that does not exceed 10% over the Applicable Treasury Rate or Applicable Prime Rate, if such indebtedness is denominated in non-U.S. currency.

The issuance of nonrecourse debt securities by Project NEWCOs could include security interests in their assets. Such security interests could take the form of a pledge of the shares or other equity securities of an Exempt Subsidiary that it owns or a collateral assignment of its rights under and interests in other property.

AYP Capital anticipates that NEWCOs might not have paid employees, in which case personnel employed by Allegheny Power Service Corporation ("APSC"), a wholly owned subsidiary of APS, would provide a wide range of services to such NEWCOs pursuant to a service agreement. Under these service agreements, NEWCOs would reimburse APSC for the cost of services provided.

The Southern Company, et al. (70-8435)

The Southern Company ("Southern"), 64 Perimeter Center East, Atlanta, Georgia 30346, a registered holding company, Atlanta, Georgia, and its subsidiaries, Alabama Power Company, 600 North 18th Street, Birmingham, Alabama 35291, Georgia Power Company, 333 Piedmont Avenue, NE., Atlanta, Georgia 30308, Gulf Power Company, 500 Bayfront Parkway, Pensacola, Florida 32501, Mississippi Power Company, 2992 West Beach, Gulfport, Mississippi 39501, Savannah Electric and Power Company, 600 Bay Street East, Savannah, Georgia 31401, Southern Company Services, Inc., 64 Perimeter Center East, Atlanta, Georgia 30346, Southern Electric International, Inc., 900 Ashwood Parkway, Suite 500, Atlanta, Georgia 30338, Southern Nuclear Operating Company, Inc., 40 Inverness Center Parkway, Birmingham, Alabama 35204 and Southern Electric Generating Company, 600 North 18th Street, Birmingham, Alabama 35291, a subsidiary of Alabama Power Company and Georgia Power Company, have filed with this Commission under sections 6(a), 7, 32 and 33 of the Public Utility Holding Company Act of 1935, as amended ("Act") and rules 53 and 54 thereunder a post-effective amendment to their application-declaration previously filed under sections 6(a), 7, 9(a), 10, 32 and 33 and rules 53 and 54 thereunder.

By order dated August 5, 1994 (HCAR No. 26098) ("1994 Order"), Southern was authorized to issue and sell in one or more transactions from time-to-time through December 31, 1997, an aggregate of 37 million shares of its authorized shares of common stock, \$5 par value, as such number of shares may be adjusted for any subsequent share split, pursuant to its Dividend Reinvestment and Stock Purchase Plan, The Southern Company Employee Savings Plan, and the Employee Stock Ownership Plan of the Southern Company System ("Plans"). At May 31, 1995, there were 25,026,688 shares of the additional common stock remaining unsold under the Plans. Under the 1994 Order, Southern was authorized: (1) to use the proceeds from the sale of the additional common stock, together with

other available funds, to make investments in subsidiaries, to the extent authorized in separate proceedings; and (2) to use up to \$500 million of the proceeds of the additional common stock to make investments in one or more "exempt wholesale generators" ("EWG") and "foreign utility companies" ("FUCO"), as those terms are defined in sections 32 and 33 of the act, respectively.

Southern is now seeking approval to use the proceeds of the additional common stock to make investments, directly or indirectly, in the securities of one or more EWGs or FUCOs, provided that the net proceeds from sales of common stock used to make such investments, when added to such investments using other authorized sources of funds, will not, in the aggregate, exceed the greater of: (1) \$1.072 billion; and (2) the difference, at any point in time, between 50% of Southern's "consolidated retained earnings" and Southern's "aggregate investment," each as determined under rule 53(a). At March 31, 1995, 50% of Southern's "consolidated retained earnings" was about \$1.572 billion and its "aggregate investment" in EWGs and FUCOs was about \$500.1 million. No other changes to the terms of the 1994 Order have been requested by the Applicants.

SIGCORP, Inc., et al. (70-8635)

SIGCORP, Inc., 20 N.W. Fourth Street, Evansville, Indiana 47741-0001, a wholly owned subsidiary of Southern Indiana Gas and Electric Company ("SIGECO"), an Indiana public-utility holding company exempt from registration under section 3(a)(1) of the Act by order and pursuant to rule 2, has filed an application under sections 3(a)(1), 9(a)(2) and 10 of the Act to acquire all of the outstanding common stock of SIGECO and, indirectly, SIGECO's 33% interest in Community Natural Gas Company, Inc. ("Community") and SIGECO's 100% interest in Lincoln Natural Gas Company ("Lincoln"), both gas utility subsidiary companies of SIGECO.

SIGCORP requests an order approving the proposed acquisition of SIGECO, Community and Lincoln under sections 9(a) and 10, and granting an exemption under section 3(a)(1) from all provisions of the Act except 9(a)(2) following the acquisition. SIGCORP's proposed acquisition is part of a corporate restructuring in which SIGCORP will become a holding company over SIGECO. SIGCORP states that the proposed restructuring is intended to permit it to participate in independent power projects, energy marketing

activities and other non-regulated and nonutility businesses without the need for prior regulatory approvals, to increase financial flexibility, to enhance managerial accountability for separate business activities, and to protect SIGECO and its ratepayers from the risks and costs of nonutility projects.

SIGCORP was incorporated under Indiana law to carry out the restructuring and presently does not conduct any business or own any utility assets. SIGECO is a gas and electric public-utility company engaged in the generation, transmission, distribution and sale of electric energy and the purchase of natural gas and its transportation, distribution and sale in a service area which covers ten counties in southwestern Indiana.² In addition to Community³ and Lincoln,⁴ SIGECO also owns 1.5% of the outstanding capital stock of Ohio Valley Electric Corporation ("OVEC").⁵ SIGECO engages in certain nonutility businesses through four wholly owned subsidiaries, each of which is an Indiana corporation.⁶

² SIGECO provides electricity to approximately 118,992 residential, commercial, industrial, public street and highway lighting and municipal customers, and supplies natural gas service to approximately 102,929 residential, commercial, industrial and public authority customers through 2,644 miles of gas transmission and distribution lines. The only property SIGECO owns outside of Indiana is approximately eight miles of electric transmission line, located in Kentucky and interconnected with Louisville Gas and Electric Company's transmission system at Cloverport, Kentucky. SIGECO does not distribute any electric energy in Kentucky.

³ Community is an Indiana corporation that owns and operates a small gas distribution system in southwestern Indiana.

⁴ Lincoln is an Indiana corporation that owns and operates a distribution system in the City of Rockport, Spencer County, Indiana and surrounding territory. Lincoln serves approximately 1,300 customers in Spencer County in southwestern Indiana contiguous to the eastern boundary of SIGECO's gas territory and within SIGECO's electric service area, and owns, operates, maintains and manages plant, property, equipment and facilities used and useful for the transmission, transportation, distribution and sale of natural gas to the public. As of December 31, 1994, Lincoln represented approximately 0.29% of SIGECO's consolidated operating revenues, 0% of consolidated net income, 0.06% of consolidated net utility plant, and 0.08% of consolidated total assets.

⁵ OVEC is an Ohio corporation formed in the early 1950's to supply electric power and energy to the federal government's gaseous diffusion plant near Portsmouth, Ohio; OVEC owns all the capital stock of Indiana-Kentucky Electric Corporation, an Indiana corporation formed for the same purpose.

⁶ Southern Indiana Properties, Inc., formed to make nonutility investments in such activities as real estate partnerships, leveraged leases, and marketable securities; Energy Systems Group, Inc., formed to install energy efficient controls and equipment for industrial, commercial and governmental customers; Southern Indiana Minerals, Inc., formed to process and market coal combustion by-products at SIGECO's power plants, including flue gas desulfurization sludge and coal

The acquisition will be accomplished through an exchange ("Exchange") of each outstanding share of SIGECO common stock for one share of SIGCORP common stock. As a result of the Exchange, each share of SIGECO common stock will be exchanged automatically with one share of SIGCORP. After the Exchange, SIGECO will continue to conduct its utility business as a wholly owned subsidiary of SIGCORP. Following the Exchange, SIGECO will transfer its common stock holdings in its four nonutility subsidiaries to SIGCORP.

SIGCORP states that there will be no exchange of, or any changes to, SIGECO's outstanding preferred stock and debt securities.

SIGCORP states that following the Exchange, it will be a public-utility holding company entitled to an exemption under section 3(a)(1) of the Act from all the provisions of the Act except for section 9(a)(2) because it and each of its public utility subsidiaries from which it derives a material part of its income will be predominately intrastate in character and will carry on their business substantially in Indiana.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Margaret H. McFarland,
Deputy Secretary.

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SMALL BUSINESS ADMINISTRATION

[Declaration of Disaster Loan Area #2792]

Florida; Declaration of Disaster Loan Area

Charlotte and DeSoto Counties and the contiguous Counties of Glades, Hardy, Hendry, Highlands, Lee, Manatee and Sarasota in the State of Florida constitute a disaster area as a result of damages caused by flooding which occurred on June 23 through 25, 1995. Applications for loans for physical damage may be filed until the close of business on September 5, 1995, and for economic injury until the close of business on April 8, 1996, at the address listed below: U.S. Small Business Administration, Disaster Area 2 Office, One Baltimore Place, Suite 300, Atlanta, GA 30308, or other locally announced locations.

The interest rates are:

ash; and Southern Indiana Network Communications, Inc., formed, but currently inactive, to serve as a vehicle for additional nonutility activities.